

State of New York }  
Department of State } ss.:

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State  
and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on* JUN 24 1974

*John J. Shugg*

*Acting Secretary of State*

Aug 27 5 01 AM '74  
REGISTRATION UNIT  
INTERNAL SECURITY  
SECTION

CERTIFICATE OF MERGER

of

SONTHEIMER AND COMPANY, INC.

and

MORTON SONTHEIMER LTD.

into

SONTHEIMER AND COMPANY, INC.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Morton Sontheimer and Barry Lee Cohen, being respectively the President and the Secretary of Sontheimer and Company, Inc., and Morton Sontheimer and Barry Lee Cohen, being respectively the President and the Secretary of Morton Sontheimer Ltd., hereby certify:

1. (a) The name of each constituent corporation is as follows:

Sontheimer and Company, Inc.

Morton Sontheimer Ltd.

(b) The name of the surviving corporation is Sontheimer and Company, Inc. and following the merger its name shall be Sontheimer and Company, Inc.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

As to Sontheimer and Company, Inc.: 200 shares of common stock; each share being entitled to one vote.

As to Morton Sontheimer Ltd.: 100 shares of capital stock; each share being entitled to one vote.

3. Article SEVENTH of the Certificate of Incorporation of Sontheimer and Company, Inc. is hereby changed to read as follows:

"SEVENTH: The number of directors shall not be less than three, except that where all the shares of the corporation are owned beneficially and of record by less than three shareholders,

the number of directors may be less than three but not less than the number of shareholders."

4. The date when the Certificate of Incorporation of each constituent corporation was filed by the Department of State is as follows:

Sontheimer and Company, Inc.: April 2, 1963

Morton Sontheimer Ltd.: March 14, 1974

5. The merger was adopted by each constituent corporation in the following manner:

As to Sontheimer and Company, Inc. by the unanimous written consent of the shareholders.

As to Morton Sontheimer Ltd. by the unanimous written consent of the shareholders.

6. The merger shall be effective on the 1st day of July 1974.

IN WITNESS WHEREOF, we have signed this Certificate on the \_\_\_\_\_ day of June, 1974 and we affirm the statements contained therein as true under penalties of perjury.

SONTHEIMER AND COMPANY, INC.

By

Morton Sontheimer, President

By

Barry Lee Cohen, Secretary

MORTON SONTHEIMER LTD.

By

Morton Sontheimer, President

By

Barry Lee Cohen, Secretary